

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

July 20, 2001

IN RE:)	
)	
APPROVAL OF AMENDMENT TO THE RESALE)	DOCKET NO. 01-00419
AGREEMENT NEGOTIATED BY BELL SOUTH)	
TELECOMMUNICATIONS, INC. AND NOW)	
COMMUNICATIONS, INC. PURSUANT TO)	
SECTIONS 251 AND 252 OF THE)	
TELECOMMUNICATIONS ACT OF 1996)	

ORDER APPROVING AMENDMENT TO RESALE AGREEMENT

This matter came before the Tennessee Regulatory Authority (the "Authority") upon the Petition for approval of an Amendment to the Resale Agreement (the "Amendment") negotiated by and between BellSouth Telecommunications, Inc. ("BellSouth") and NOW Communications, Inc. ("NOW"). The Petition for approval of the Amendment came before the Authority pursuant to 47 U.S.C. §§ 251-252.

The Amendment was considered at a regularly scheduled Authority Conference held on July 10, 2001, in Nashville, Tennessee before Chairman Sara Kyle, Director H. Lynn Greer, Jr., and Director Melvin J. Malone. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251-252, the Directors unanimously approved the Amendment and made the following findings and conclusions:

- 1) The Amendment is in the public interest as it provides consumers with alternative sources of telecommunications services within the BellSouth service area;

2) The Amendment is not discriminatory to telecommunications service providers that are not parties thereto;

3) No party has sought intervention in this docket;

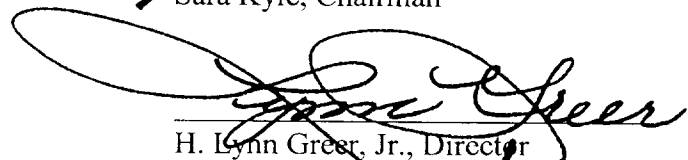
4) Approval of the Amendment is consistent with previous Authority decisions and orders; and

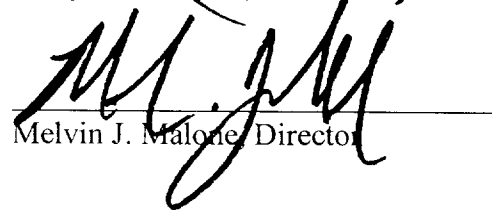
5) The Amendment and the Resale Agreement are reviewable by the Authority pursuant to 47 U.S.C. §§ 251-252 and Tenn. Code Ann. § 65-4-104 *et seq.*

IT IS THEREFORE ORDERED THAT:

The Amendment to the Resale Agreement negotiated by and between BellSouth Telecommunications, Inc. and NOW Communications, Inc. is approved and is subject to the review of the Authority as provided herein.


Sara Kyle, Chairman


H. Lynn Greer, Jr., Director


Melvin J. Malone, Director

ATTEST:


K. David Waddell, Executive Secretary